

EX PARTE OR LATE FILED

ORIGINAL

WILKINSON, BARKER, KNAUER & QUINN, LLP

Washington, DC
Frankfurt, Germany

2300 N Street, NW
Washington, DC 20037-1128

telephone: 202.783.4141
facsimile: 202.783.5851

January 20, 1999

Via Hand Delivery

Magalie Roman Salas, Secretary
Federal Communications Commission
445 Twelfth Street, S.W., TW-A325
Washington, D.C. 20554

RECEIVED

JAN 20 1999

Re: Notification of *Ex Parte* Communication
Arch/MobileMedia Applications for Transfer of Control and
Petition to Terminate and for Special Relief
WT Docket No. 97-115

Dear Ms. Salas:

Pursuant to Section 1.1204(a)(11) of the Commission's rules, and on behalf of Arch Communications Group, Inc., this letter serves as notice that Kathryn A. Zachem, Esq. and Jonathan V. Cohen, Esq., on behalf of Arch Communications Group, Inc., and Robert L. Pettit, Esq., and Peter D. Shields, Esq., on behalf of MobileMedia Corporation, met with Peter Tenhula, Legal Advisor for Commissioner Powell, on Tuesday, January 19, 1999 to discuss issues set forth in the attached handout pertaining to the above-referenced Proceeding.

Please contact the undersigned if you have any questions or require additional information.

Sincerely,

WILKINSON, BARKER, KNAUER & QUINN, LLP

By: Kathryn A. Zachem

Attachment

cc: Parties Listed on the Attached Certificate of Service

No. of Copies rec'd 012
List ABCDE

RECEIVED

JAN 20 1999

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

CERTIFICATE OF SERVICE

I, Tammy Sendelback, hereby certify that copies of the foregoing Letter were delivered by hand delivery and/or first class U.S. mail, postage prepaid, this 20th day of January, 1999, on the parties listed below:

The Honorable William E. Kennard*
Chairman
Federal Communications Commission
445 - 12th Street, S.W., Room 8-B01
Washington, DC 20024

The Honorable Gloria Tristani*
Commissioner
Federal Communications Commission
445 - 12th Street, S.W., Room 8-C302
Washington, DC 20024

The Honorable Michael Powell*
Commissioner
Federal Communications Commission
445 - 12th Street, S.W., Room 8-A204
Washington, DC 20024

The Honorable Harold Furchgott-Roth*
Commissioner
Federal Communications Commission
445 - 12th Street, S.W., Room 8-A302
Washington, DC 20024

The Honorable Susan Ness*
Commissioner
Federal Communications Commission
445 - 12th Street, S.W., Room 8-B115
Washington, DC 20024

Christopher Wright*
General Counsel
Federal Communications Commission
445 12th Street, S.W., Room 8-C723
Washington, DC 20024

David Solomon*
Deputy General Counsel
Federal Communications Commission
445 12th Street, S.W., Room 8-C723
Washington, DC 20024

John I. Riffer*
Office of the General Counsel
Federal Communications Commission
445 12th Street, S.W., Room 8-C723
Washington, DC 20024

Magalie Roman Salas, Secretary*
Federal Communications Commission
445 12th Street, S.W., Room TW-A325
Washington, DC 20024

The Honorable Joseph Chachkin*
Office of Administrative Law Judges
Federal Communications Commission
445 12th Street, S.W., Room 1-C768
Washington, DC 20024

Thomas Sugrue, Chief*
Wireless Telecommunications Bureau
Federal Communications Commission
2025 M Street, N.W., Room 5002
Washington, D.C. 20554

Ari Fitzgerald*
Legal Advisor
Federal Communications Commission
445 12th Street, S.W., Room 8D201
Washington, DC 20024

Elizabeth Williams*
Commercial Wireless Division
Wireless Telecommunications Bureau
2100 M Street, N.W., Suite 700
Washington, D.C. 20554

John Schauble*
Enforcement Division
Wireless Telecommunications Bureau
Federal Communications Commission
2025 M Street, N.W., Room 8308
Washington, D.C. 20554

D'wana R. Terry*
Chief, Public Safety and Private Wireless
Division
Wireless Telecommunications Bureau
2025 M Street, N.W. Room 8002
Washington, D.C. 20554

James C. Mingee
Mingee & Associates
4084 Coker Road
Jackson, MS 39213

Robert L. Pettit*
Peter D. Shields
Wiley Rein & Fielding
1776 K Street, N.W.
Washington, DC 20006

Ky E. Kirby
Swidler & Berlin Chtd.
3000 K Street, N.W., Suite 300
Washington, D.C. 20007-5116

Neil Eggleston
Evan J. Werbel
Howrey & Simon
1299 Pennsylvania Avenue, N.W.
Washington, D.C. 20004
David Spears

James M. Aquilina
Richards Spears Kibbe & Orbe
One Chase Manhattan Plaza, 57th Floor
New York, NY 10005-1413



Tammy M. Sendelback

* Delivery by Hand

Kathryn Brown*
Chief of Staff
Federal Communications Commission
445 12th Street, S.W., Room 8D201
Washington, DC 20024

Karen Gulick*
Legal Advisor
Federal Communications Commission
445 12th Street, S.W., Room 8C302
Washington, DC 20024

Peter Tenhula*
Legal Advisor
Federal Communications Commission
445 12th Street, S.W., Room 8A204A
Washington, DC 20024

Kevin Martin*
Legal Advisor
Federal Communications Commission
445 12th Street, S.W., Room A8302
Washington, DC 20024

Dan Conners*
Legal Advisor
Federal Communications Commission
445 12th Street, S.W., Room 8B115
Washington, DC 20024

Kathleen O'Brien Ham*
Deputy Chief
Wireless Telecommunications Bureau
Federal Communications Commission
2025 M Street, N.W., Room 5002
Washington, D.C. 20554

Steve E. Weingarten*
Chief, Commercial Wireless Division
Wireless Telecommunications Bureau
Federal Communications Commission
2100 M Street, N.W., Suite 700
Washington, D.C. 20554

Catherine W. Seidel*
Chief, Enforcement Division
Wireless Telecommunications Bureau
Federal Communications Commission
2025 M Street, N.W., Room 8303
Washington, D.C. 20554

Stephen Markendorff*
Deputy Chief, Commercial Wireless Bureau
Wireless Telecommunications Bureau
2100 M Street, N.W., Suite 800
Washington, D.C. 20554

Myron Peck*
Deputy Chief, Enforcement Division
Wireless Telecommunications Bureau
Federal Communications Commission
2025 M Street, N.W., Room 8308
Washington, D.C. 20554

Paul D'Ari*
Commercial Wireless Division
Wireless Telecommunications Bureau
2100 M Street, N.W., Suite 700
Washington, D.C. 20554

Gary P. Schonman*
Enforcement Division
Wireless Telecommunications Bureau
Federal Communications Commission
2025 M Street, N.W., Room 8308
Washington, D.C. 20054

**ARCH COMMUNICATIONS GROUP, INC.
&
MOBILEMEDIA CORPORATION,
DEBTOR-IN-POSSESSION**

**JOINT PRESENTATION TO THE
FEDERAL COMMUNICATIONS COMMISSION**

JANUARY 19, 1999

PROCEDURAL BACKGROUND

- **IN OCTOBER OF 1996, MOBILEMEDIA DISCLOSED TO THE COMMISSION CERTAIN FALSE FILINGS MADE BY PRIOR MANAGEMENT**
 - **ON JANUARY 30, 1997, MOBILEMEDIA FILED FOR PROTECTION UNDER CHAPTER 11 OF THE BANKRUPTCY LAWS**
 - **ON APRIL 8, 1997, THE COMMISSION RELEASED AN ORDER DESIGNATING A HEARING TO DETERMINE WHETHER, IN LIGHT OF THESE DISCLOSURES, MOBILEMEDIA IS QUALIFIED TO HOLD FCC LICENSES**
 - **ON JUNE 6, 1997, THE COMMISSION DETERMINES THAT MOBILEMEDIA QUALIFIES FOR TREATMENT UNDER THE *SECOND THURSDAY* POLICY**
 - ***SECOND THURSDAY* PROVIDES AN EXCEPTION TO THE GENERAL RULE THAT A LICENSEE MAY NOT TRANSFER FACILITIES WHILE INVOLVED IN A HEARING ON ITS CHARACTER QUALIFICATIONS**
 - **ON SEPTEMBER 2, 1998, ARCH AND MOBILEMEDIA FILE THE APPLICATIONS FOR TRANSFER OF CONTROL AND PETITION TO TERMINATE AND FOR SPECIAL RELIEF (PLACED ON PN - 10/15/1998)**
 - **THE WIRELESS TELECOMMUNICATIONS BUREAU, IN COMMENTS ON THE APPLICATIONS AND PETITION, SUPPORTS GRANT UNDER *SECOND THURSDAY***
 - **PUBLIC NOTICE EXPIRED ON NOVEMBER 16, 1998 AND NO OPPOSITIONS HAVE BEEN FILED**
-

BANKRUPTCY COURT CONFIRMATION AND THE TIMING FOR CLOSING THE PROPOSED MERGER

- **MOBILEMEDIA EXPECTS THAT THE BANKRUPTCY COURT WILL
CONFIRM THE CURRENT PLAN OF MERGER ON FEBRUARY 3, 1999**
 - **The Secured Lenders, who are made whole under the plan, endorsed the
plan in comments to the FCC**
 - **The Official Committee of Unsecured Creditors agreed to vote for the plan**
 - **Only one entity, representing a small group of bondholders, has stated
its opposition to the plan. This entity holds less than 2.5 percent of the
unsecured debt and has unsuccessfully tries to block the plan in court.
It has failed to gain support from other unsecured creditors and has
proposed no alternative plan.**
 - **ONLY IF FCC APPROVAL IS GRANTED BY FEBRUARY 3, 1999 CAN THE
TWO COMPANIES BEGIN THE MERGER PROCESS, WHICH WILL ALLOW
FOR CONSUMMATION IN LATE FEBRUARY OR EARLY MARCH**
-

THE COMMISSION SHOULD EXPEDITE ACTION IN THIS PROCEEDING

- **WITHOUT EXPEDITED FCC ACTION, THE ENTIRE TRANSACTION COULD BE PLACED IN JEOPARDY**
 - **EXPEDITED FCC ACTION WILL SPEED THE PAYMENT OF LEGITIMATE AND LONGSTANDING CLAIMS TO THOUSANDS OF INNOCENT CREDITORS**
 - **EXPEDITED FCC ACTION WILL ALLOW ARCH TO AVOID INCURRING ADDITIONAL FINANCING COSTS**
 - **EXPEDITED FCC ACTION WILL KEEP EMPLOYEE UNCERTAINTY WITHIN THE MOBILEMEDIA ORGANIZATION, ALREADY HIGH AFTER TWO YEARS IN BANKRUPTCY, TO A MINIMUM**
 - **EXPEDITED FCC ACTION WILL ALLOW INTEGRATION OF THE MOBILEMEDIA AND ARCH PAGING OPERATIONS, WITH CONCOMITANT EFFICIENCY-ENHANCING SYNERGIES, TO PROCEED AT THE EARLIEST POSSIBLE DATE**
 - **EXPEDITED FCC ACTION WILL ENABLE THE COMBINED COMPANY TO OFFER NEW, ADVANCED MESSAGING SERVICES SOONER**
-